



WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

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DENNIS MONTALI
U.S. Bankruptcy Judge

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

CRAVATH, SWAINE & MOORE LLP
Paul H. Zumbro (*pro hac vice*)
(pzumbro@cravath.com)
Kevin J. Orsini (*pro hac vice*)
(korsini@cravath.com)
Omid H. Nasab (*pro hac vice*)
(onasab@cravath.com)
825 Eighth Avenue
New York, NY 10019
Tel: 212 474 1000
Fax: 212 474 3700

*Proposed Attorneys for Debtors and Debtors
in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No.

19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105(A) AND 107(B) AND
BANKRUPTCY RULE 9018 FOR ENTRY
OF AN ORDER AUTHORIZING (I) THE
FILING UNDER SEAL OF THE BRIDGE
FEE LETTERS AND (II) THE
REDACTION OF CERTAIN PORTIONS
OF THE DEBT FINANCING
ENGAGEMENT LETTERS**

1 Upon the Motion, dated October 23, 2019 (the “**Motion**”)¹, of PG&E Corporation (“**PG&E**
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code (the “**Bankruptcy**
5 **Code**”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for
6 authority to file the Bridge Fee Letters under seal and the Debt Financing Engagement Letters with
7 certain portions (the “**Redacted Portions**”) under seal, all as more fully set forth in the Motion; and
8 this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to
9 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy*
10 *Judges*, General Order 24 (N.D. Cal.) and Rule 5011-1(a) of the Bankruptcy Local Rules for the United
11 States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and
12 consideration of the Motion and the relief requested therein being a core proceeding pursuant to
13 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409;
14 and the Court having found and determined that notice of the Motion as provided to the parties listed
15 therein is reasonable and sufficient under the circumstances, and it appearing that no other or further
16 notice need be provided; and this Court having reviewed the Motion and the Ziman Declaration; and
17 this Court having determined that the legal and factual bases set forth in the Motion establish just cause
18 for the relief granted herein,

19 **IT IS HEREBY ORDERED THAT:**

- 20 1. The Motion is granted on a final basis as provided herein.
- 21 2. The Debtors are authorized to file the Bridge Fee Letters and the Redacted Portions of
22 the Debt Financing Engagement Letters under seal pursuant to section 107(b) of the Bankruptcy Code
23 and Bankruptcy Rule 9018.
- 24 3. The Bridge Fee Letters and the Redacted Portions of the Debt Financing Engagement
25 Letters are confidential, shall remain under seal, and shall not be made available to anyone without
26 the consent of the Debtors and the parties to the Bridge Fee Letters and the Debt Financing

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to
them in the Motion.

1 Engagement Letters, except that copies of the Bridge Fee Letters and the Redacted Portions of the
2 Debt Financing Engagement Letters shall be provided to (i) the Court, (ii) the U.S. Trustee, and
3 (iii) advisors to the Official Committee of Unsecured Creditors, the Official Committee of Tort
4 Claimants and any other official committee established pursuant to section 1102 of the Bankruptcy
5 Code on a confidential and professionals' eyes only basis.

6 4. Notice of the Motion as provided therein shall be deemed good and sufficient and the
7 requirements of the Bankruptcy Local Rules are satisfied by such notice.

8 5. The Debtors are authorized to take all actions necessary to effectuate the relief granted
9 pursuant to this Order in accordance with the Motion.

10 6. This Court shall retain jurisdiction to hear and determine all matters arising from or
11 related to the implementation, interpretation, or enforcement of this Order.

12 **** END OF ORDER ****
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